

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 18, 612, 1153**

**CERTIFICATION OF COUNSEL REGARDING REVISED SALE ORDER**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On September 9, 2024 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), and related pleadings with the United States Bankruptcy Court for the District of Delaware.

2. On October 20, 2024, the Debtors filed the *Notice of Filing of Revised Proposed Bidding Procedures Order and (II) Proposed Stalking Horse Sale Order* (D.I. 558), which attached a proposed form of order (the “**Proposed Sale Order**”) approving the sale to Gateway BL Acquisition, LLC, an affiliate of Nexus Capital Management LP (the “**Stalking Horse Bidder**”).

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

3. On October 25, 2024, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order (I) Approving Bidding Procedures for Sale of Debtors’ Assets, (II) Approving the Stalking Horse Bid Protections, (III) Scheduling Auction for, and Hearing To Approve, Sale of Debtors’ Assets, (IV) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (V) Approving Assumption and Assignment Procedures, and (VI) Granting Related Relief* (D.I. 612) (the “**Bidding Procedures Order**”) by which the Court, among other things, approved procedures (the “**Bidding Procedures**”) to be used in connection with (i) one or more sales of the Debtors’ assets free and clear of all liens, claims, encumbrances, and other interests, and (ii) an auction (the “**Auction**”) pursuant to section 363 of the Bankruptcy Code.

4. Pursuant to the Bidding Procedures Order, the Court approved Gateway BL Acquisition, LLC, an affiliate of Nexus Capital Management LP as the Stalking Horse Bidder for certain of the Debtors’ assets (the “**Acquired Assets**”) pursuant to the Asset Purchase Agreement, dated as of September 8, 2024, by and among Big Lots, Inc. and each of its subsidiaries and the Stalking Horse Bidder.

5. In accordance with the Bidding Procedures and the Bidding Procedures Order, the Auction was held on October 30, 2024, and at the conclusion of the Auction, the Debtors selected the bid from the Stalking Horse Bidder (the “**Successful Bidder**”), with certain modifications read into the record at the Auction, as the highest and best bid.

6. On November 18, 2024, the Debtors filed the *Notice of Proposed Sale Order* (D.I. 1153) to reflect the results of the Auction and informal comments the Debtors received from various parties.

7. On November 21, 2024, the Debtors filed the *Notice of Filing of Revised Proposed Sale Order* (D.I. 1221) (the “**Proposed Sale Order**”).

8. On November 21 and 22, 2024, the Court held a hearing to consider the Proposed Sale Order. As discussed on the record at the hearing, the Debtors and the Official Committee of Unsecured Creditors (the “**Committee**”) have agreed on certain revisions to the Proposed Order. On the record on November 22, 2024, the Court approved the Proposed Sale Order, as modified by the revisions agreed upon with the Committee.

9. A copy of the revised Proposed Sale Order is attached hereto as **Exhibit 1**.

10. For the convenience of the Court and all parties in interest, a redline comparing the revised Sale Order to the Proposed Sale Order previously filed on November 21, 2024 is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtors respectfully request that the Court enter the order attached hereto as **Exhibit 1** at its earliest convenience.

*[Remainder of Page Intentionally Left Blank]*

Dated: November 22, 2024  
Wilmington, Delaware

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**Exhibit 1**

**Revised Sale Order**

**Exhibit 2**

**Redline**